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**ARTICLE 1** GENERAL INFORMATION:

- A) Name: The organization shall be known as the Highland Park Neighborhood Association, Inc. (HPNA) effective July 1, 2021. It was formerly the Highland Park Neighborhood Association (unincorporated) effective October 19, 2007. Prior to that, the organization was originally the Ellwanger & Barry Neighborhood Association from the 1950's to 2007.
- B) Business Office: The registered office of the corporation is 762 Meigs Street, Rochester, New York 14620-2138 in the County of Monroe or as otherwise designated by the Board of Directors.
- C) Mailing Address: The principal mailing address is either:
- |   |    |   |
|---|----|---|
| Highland Park Neighborhood Assn. Inc.<br>762 Meigs Street c/o HPNA Treasurer.<br>Rochester NY 14620 | or | Highland Park Neighborhood Assn. Inc.<br>P.O. Box 18103<br>Rochester, NY 14618-0103 |
|---|----|---|
- D) Entity: The HPNA is a New York State regular corporation and a 501(c)(3) not-for-profit, charitable Membership type organization.
- E) Tax Identification Number (TIN): 82-5032976
- F) Tax Year End: The corporation's fiscal year is the twelve (12) consecutive months ending on the last day of December.
- G) Amendments: 2007, 2010, 2014, 2021
- H) Boundaries: The Boundaries of the HPNA are described below and may be subject to change by board resolution and agreement with the City of Rochester, NY.
- 1) NORTH: The south side of Gregory Street from South Avenue to the south side of South Clinton Avenue.
  - 2) EAST: The west side of S. Clinton Avenue from Gregory St. to the City of Rochester limit
  - 3) SOUTH: The north side of the Highland Avenue as it traverses Highland Park between South Clinton Avenue and South Avenue.
  - 4) WEST: The east side of South Avenue, from Alpine Street to Gregory Street.

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**ARTICLE 2** PURPOSE, POWERS, and MISSION:

- A) Purpose. The purpose or purposes of the HPNA, as established in the certificate of incorporation, are those specifically designated in the Internal Revenue Code of 1986 Section 501(c)(3), as amended, or the corresponding section of any future federal tax law.  
The specific purpose of the corporation is as follows:
- 1) Any purpose for which corporation may be organized under the Not-for-Profit Corporation Law as a charitable corporation including the HPNA's Mission to:
    - (a) Facilitate the addressing of concerns and issues of its resident members.
    - (b) Plan social and informational activities, and events that educate, inform, engage, and empower neighborhood Members.
    - (c) Create opportunity and initiatives that help to preserve the rich heritage and historic significance of the neighborhood.
    - (d) Develop, organize, and execute strategies to maintain and improve the quality of life, safety, and security for all Members.
    - (e) Provide guidance and support to help Members develop a positive sense of pride, belonging and community spirit.
    - (f) Act as the point of contact - facilitator and negotiator between the City of Rochester, NY, County of Monroe or any other governmental agency representing the best interest for its members including, zoning, building, and land use.
    - (g) Offer input regarding any long-range master plans of the city of Rochester, NY, or commercial stake holders.
    - (h) Advocate in support of the neighborhood with private and/or governmental entities.
    - (i) As an urban neighborhood which is primarily residential with a mix of small businesses and 3 commercial strips, we continually support sustaining and enriching all assets and stakeholders of our area.
    - (j) Participate in other umbrella organizational groups with like-minded goals.
- B) Powers. The corporation has the power to do all lawful acts that may be necessary or convenient to affect the corporation's purposes. It has the power to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers may include, but are not limited to, the acceptance of contributions from the public and private sectors both financial and in-kind.

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- C) Limitations on Activities. The corporation may not engage, participate, or intervene in any activities not permitted by a corporation exempt from federal income tax. The corporation may not endorse, contribute to, work for, or otherwise support or oppose a candidate for public office unless otherwise allowable by law. The assets and income of the corporation may not be distributed to or benefit Trustees, Directors, Officers, Board Members, Fiduciaries, or any other individuals.
- D) The HPNA shall be non-commercial, non-sectarian, non-partisan and will not discriminate based on sex, religion, race, gender, economic status, sexual orientation, or political affiliation.

**ARTICLE 3 MEMBERSHIP:**

- A) From time to time the Board and its Directors may establish one or more classes of membership as it deems fit and, on such terms and conditions as the Board may determine by resolution. The board has currently established the following classes of membership. When a membership class exists, the following terms will govern:
    - 1) Member: Anyone who resides, owns property, runs a business, or represents a community institution within the boundaries of the HPNA as defined under Article 1(H).
    - 2) Voting Member: Any Member (18) or older and residing in HPNA.
      - (a) Members may not vote unless a registration is completed prior to voting during the same year as the vote.
      - (b) Such registration shall contain adequate information to determine the registrant's qualification to vote.
      - (c) Registration can occur at the quarterly meeting of the year in which the election takes place, typically at the fourth quarter meeting each year.
    - 3) Supporting Member:
      - (a) Any person or entity who made a financial contribution or donation to the HPNA or,
      - (b) provided at least 4 hours of in-kind community volunteer service within the HPNA Boundaries (Article 1(H)) during the current fiscal year.
      - (c) A Supporting member does not have to live in the neighborhood. Supporting membership is renewable annually beginning on January 1<sup>st</sup> each year unless changed by Board approved resolution.
- The Board of Directors may offer additional benefits or recognition for Supporting members by board resolution. A Supporting member may also be a Voting Member if qualified to do so.

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**ARTICLE 4** ELECTIONS AND TERMS OF OFFICE:

- A) Powers. All corporate powers will be exercised by or under the direction of the Board of Directors. The Board of Directors purpose is to:
- 1) Support members and advance and promote the mission of the Association.
  - 2) Define the major projects to be undertaken each year and be fiscally responsible as good stewards and fiduciaries with corporate assets.
  - 3) Work collaboratively to complete all major projects within budget.
- B) Nominations and Elections. The Current Chair shall, with the approval of a majority vote of the Board, recommend Voting Members for Board positions no later than the October Board of Directors meeting. No further nominations will be accepted after the October board meeting. Each nominee will be interviewed for the position, and upon their agreement to run, candidates will be published on the Association website. The selected slate of nominees will be presented at the Annual Members Business meeting in December and elected by registration/ballot by a majority vote. New Directors will assume office on the following January first.
- C) The Board of Directors. The Board of Directors shall consist of eligible members of HPNA under Article 3.
- 1) Nominees for Chair, Vice Chair, Secretary, and Treasurer are required to have lived in the neighborhood for a minimum of 5 years and be eligible Voting Members.
  - 2) Any nominee with a potential Conflict of Interest as defined in Article 8 (D) must fully disclose the possible conflict. The Board of Directors will decide if the nominee is cleared to run or may run with restrictions.
  - 3) Anyone serving on the Board of Directors is charged with knowledge of the bylaws and agrees to uphold them.
- D) Standard of Care. Each Board Member must exercise corporate powers and perform corporate duties loyally, in good faith, in a manner such Board Member believes to be in the best interest of the HPNA and its Members, and with reasonable care using the ordinary prudence that a person in a similar position would use under comparable circumstances.
- 1) Board Members are not specifically bound to act according to the desires of most members attending a particular meeting. Each Board Member may be held accountable and subject to disciplinary action by the corporation for failure to meet the necessary standard of care towards the corporation.
  - 2) The Board will strictly adhere to open, democratic processes in all manners of its operations and activities.

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- E) Number and Qualification. The authorized number of Board of Directors is 4 and the total board will have no more than 11.
  - 1) The number of Board members may be changed by an amendment to the certificate of incorporation.
- F) Election Term. Each Board Officer will serve for a (2) year term beginning January 1st. No Board Officer may hold the same office for more than 5 terms (10 years). The Chairperson, Treasurer and up to three additional Board Members are elected in even years. The Vice-Chair, Secretary and up to three additional Board Members are elected in odd years.
- G) Vacancies. A vacancy of a Board Member exists when there are fewer Board Members holding office than authorized in the certificate of incorporation. A vacancy may be filled by majority vote of the remaining Board, although this may be less than a quorum or by a sole remaining Board Member.
- H) Resignation. Any Board Member may resign effective upon giving written notice to the Secretary.
- I) Removal. Any Board member may be removed, with or without cause, by a majority vote of the Board. Any Board Member missing (3) consecutive Board of Directors meetings without cause maybe voted out by a majority vote of the board of Directors.

**ARTICLE 5** BOARD OF DIRECTORS

- A) There shall be a Chair, Vice-Chair, Secretary, Treasurer, and any other Officer as the Board of Directors determines. Any two or more offices may be held by the same Officer, except for Chairperson or Secretary. The responsibilities of each Board position are:
  - 1) Chairperson: The Chairperson shall:
    - (a) Be the Chief Administrative Officer of the Corporation.
    - (b) Preside at all member and Board meetings.
    - (c) Appoint Chairs of any Committees of the organization, designate ad hoc committees, coordinate special committees working within the organization and appoint chairs of ad-hoc and special committees with the advice and consent of the Board of Directors.
    - (d) Coordinate the activities of the Board.
    - (e) Coordinate agendas, secure meeting space, and encourage discussion by the membership and, when necessary, exercise the right to limit these discussions.
    - (f) Liaison with the community.
    - (g) Schedule board meetings per the provisions in Article 6.
    - (h) Developing and maintain a succession plan for the HPNA.

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- 2) Vice-Chair: The Vice-Chairperson shall:
  - (a) In the absence of the Chairperson, perform all duties of that office and such other duties as may be assigned by the Chairperson on a temporary basis.
  - (b) The Vice-Chair is also responsible for the sustainability and ongoing membership programs and maintaining the membership list and a list of those eligible to vote.
  
- 3) Communications Coordinator: Shall:
  - (a) Coordinate communications and its strategy on behalf of the HPNA in agreement with the Board.
  - (b) Maintain a contact list of membership (e.g., email) in coordination with the Vice Chair.
  - (c) Oversee electronic communication (e.g., website, Facebook) for the organization.
  - (d) Assume duties of the Chair in the absence of both the Chair and the Vice Chair.
  - (e) Be considered the publisher of the newsletter and, working with entire Board, oversee editing and scheduling.
  
- 4) Secretary: Shall:
  - (a) Preside in the absence of the Chair, Vice-Chair and Communications Coordinator.
  - (b) Record and retain the minutes of all meetings and forward them to any newly elected Secretary.
  - (c) Submit all minutes from general meetings to the board for approval and after such approval, forward the minutes to the Communications Coordinator for distribution to the membership.
  
- 5) Treasurer: Shall:
  - (a) Take charge of the funds of the Association, collect such fees as may be payable and pay all bills and just debts of the Association as authorized by the Board of Directors. All checks, drafts, and other payment of money, notes, or any form of indebtedness, issued in the name of or payable to the corporation, must be signed or endorsed by such person or persons in such manner as, from time to time, is determined by resolution of the Board of Directors.
  - (b) Keep an accurate record of accounts and present an annual financial report to the membership at a membership meeting within the first quarter of the calendar year and to the Board of Directors each month.
  - (c) Place on file at the Association Principal business office all bank statements for the Association's accounts.
  - (d) Deliver a monthly financial statement of the Association's accounts to the Chairperson for Board review and approval.
  - (e) In the absence of the Chair and Vice-Chair and Secretary perform all duties of those offices and such other duties as may be assigned by the Chair on a temporary basis.

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- B) Other Board Members: The Board may nominate and appoint by a majority vote other critical positions important to the mission of the HPNA. The total Board cannot exceed (11) unless otherwise amended in the certificate of incorporation and the bylaws. Other Board Members are not Officers of the Corporation but have full voting rights and Board authority.
- Currently other Board Members include:
- 1) 3 Section Leaders (North, East, and South), geographic area and description of responsibilities include:
    - (a) Section leaders must live in the section they represent and represent the membership of that section at Board and Association meetings. In the occurrence of a vacancy, that office shall be filled for the remainder of that term as appointed by the board. The section leaders shall help coordinate communication and help build the membership in their area.
    - (b) The sections within the boundaries of the HPNA are defined as follows:
      - (i) East: as defined in Article 1(H), east of Goodman Street including Goodman Street.
      - (ii) South: as defined in Article 1(H), west side of Goodman Street and south side of Linden Street and including all of Linden Street.
      - (iii) North: as defined in Article 1(H), west of Goodman Street and north of Linden Street.
  - 2) 1 Business Liaison, description of responsibilities include:
    - (a) Liaisons with local businesses and business associations.
    - (b) Attend meetings as a representative of the board.
    - (c) Help coordinate business aspects of Taste of the Neighborhood, and other HPNA functions.
  - 3) At Large Board Member: Shall provide auxiliary support and additional coordination for routine operations and special events. Upon request from Board Officers, they may assist or substitute on such officers' duties on an as needed basis. In the case of illness or prolonged absence, by a majority vote of the board, an At Large Board Member may also serve as a temporary replacement for another board member to cover all or a partial set of the absent member's responsibilities. By majority vote, At Large Members may also be appointed to assume a defined role such as those listed in Appendix A
- C) Committees. Committees are open to all interested Members. The Board may nominate and appoint committees by resolution passed by a majority of the Board. Each committee has such powers as may be expressly delegated to it by the Board. Each Committee Chair is required to deliver a written report at monthly Board of Director meetings and must keep Members aware of the progress of the committee's projects. Committee Chairs and members do not have voting privileges at Board meetings unless also a Board Member other than normal Voting Members rights.
- 1) Committees and Committee Chairs: Shall provide auxiliary support and additional coordination for routine operations and special events as described in Appendix A. In the case of illness or prolonged absence, by a majority vote of the Board, a Committee Chair may also serve as a temporary replacement for another board member to cover all or a partial set of the absent Board member's responsibilities. A Board member is allowed to serve a dual role as both a Committee Chair and Board member at the discretion of the Board.



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- 2) Subordinate Officers and Tenure. The corporation may also have at the discretion of the Board, one or more other subordinate officers as may be appointed and removed by the Board as the business of the corporation may require. Subordinate officers have such authority and will perform such duties as are provided in the bylaws or as the Board may determine from time to time. Additionally, in the absence or disability of the principal officer for which they assist and support, the subordinate officers will perform all the duties and have all the powers and restrictions of their principal officer.

**ARTICLE 6 MEETINGS:**

- A) Telephonic, Video or Electronic Transmission of Meetings.
  - 1) Members of the Board of Directors and any committee designated by the Board may participate in any meeting by means of conference call, video communication, or other electronic transmission methods so long as all Directors or committee members can hear each other and have the capacity to propose or object to specific actions proposed to be taken by the corporation.
  - 2) Also, the corporation may conduct any Special or Members meetings, in whole or in part, by electronic transmission.
  - 3) Members may be deemed present by electronic transmission and may participate and vote at a meeting.
  - 4) The corporation will implement reasonable measures to provide members with opportunity to participate in the meeting and maintain a record of any member vote or action taken at the meeting by electronic transmission.
  
- B) Meetings of members of the HPNA shall be open to all persons interested in promoting the mission and purpose of the Association, but the privilege of voting shall be restricted to the Voting membership.
  - 1) Notice of Meetings. Notices of official meeting of members must be in writing or given in person or by electronic transmission (Including voice messaging system) or by any other means no less than ten (10) nor more than sixty (30) days before such meeting. All notices must specify the place, date, hour, general purpose, and matters to be transacted for the meeting.
  - 2) Members' meetings: Shall be held at least semi-annually.
  - 3) Special Members' meetings: may be called at any time by (3) Board members or the Chairperson.
  - 4) Annual Business Meeting of Members: The Annual Members business meeting held each December at any date, time, and place as designated by the Board and may be held simultaneously with a Member's Meeting. The meeting's purpose is to elect the Board of Directors, report affairs of the corporation, and conduct any other proper business not inconsistent with law.

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- C) Board of Directors Meetings. The Board shall meet not less than quarterly. Meetings shall be held at a time and place designated by the Chair, provided that at least 3 days' notice is given prior to the meeting date. The Chairperson shall prepare an agenda for each meeting and make it available to the Board members at least (24) hours prior to the meeting.

**ARTICLE 7** QUORUM AND VOTING:

- A) General Rules: an official Association meeting is when a quorum is present. If a quorum is not present, no official business can take place.
- B) Board Meetings: half of the total number of serving Board Members constitute a quorum for the transaction of business.
- C) Members Meetings: The presence of half of the serving Board Members, and 10% of the Voting Members constitutes a quorum for the transaction of business. If a quorum is not met, the meeting may be adjourned to another date, time, or place announced at the meeting. No business may be transacted if a quorum is not met.
- D) Voting. Each Voting Member is entitled to (1) vote per motion or resolution and requires a majority yes vote of all eligible attending Voting Members to be approved. The Board of Directors election must be by written secret ballot by majority vote of those in attendance. Proxy and Absentee Ballots are considered in attendance for all votes.
- E) Proxies. Each Voting member entitled to vote may vote personally or execute a proxy ballot authorizing another person to vote with respect to any motion. The authorization must be made in writing or by electronic transmission.
- F) Absentee Ballots. A Voting Member may file an Absentee Ballot approved by the Board and submitted to the Secretary at least (3) days prior to any motion or resolution presented.
- G) Acting by Unanimous Written Consent Without Meeting. Any action required or permitted to be taken at any meeting of the Board, or Committee, may be taken without a meeting if all Members of the Board or Committee consent. A record of the unanimous written consent must be filed with the Secretary.

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**ARTICLE 8** GENERAL PROVISIONS:

- A) Fees and Compensation. Board or committee members may not receive compensation for their services but may be reimbursed for out-of-pocket expenses approved by the Board if within budget.
  
- B) Expenditures.
  - 1) The Chairperson or Treasurer will expend no monies in excess of \$300.00 without a majority vote in the affirmative by the board. Additional funds may be requested from the board or membership for any special project provided it is voted upon and approved by the Board.
  
  - 2) The board may at any time, by majority vote, suspend permission, for a defined period of time, of all board members to expend money except for expenses receiving prior majority approval from the board.
  
- C) Indemnification. The Corporation will not indemnify its Officers, Directors, Board Members, Committee Chairs/Members, or Other Agents in connection with any proceeding arising by reason of the fact that such person is or was an Officer, Director, Board Member, Committee Chair/Member, or Other Agents of the corporation. Irrespective of the foregoing, the corporation may not be required to indemnify any Officer, Director, Board Member, Committee Chair/Member, or Other Agents in connection with any proceeding (or part thereof) initiated by the Officers, Directors, Board Member, Committee Chair/Member, or Other Agents themselves unless such indemnification is expressly required by law; or the proceeding was authorized by the Board of Directors.
  
- D) Conflicts of Interest. The following conflict of interest policy is intended to supplement, but not replace, any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable corporations and is not intended as an exclusive statement of responsibilities.
  - 1) All Officers, Board Members, or Committee members have a duty to disclose the existence of any actual or potential conflict of interest, whether personal or financial in nature, and to disclose all relevant material facts to the Directors to enable them to consider whether a conflict exists and whether the proposed transaction or arrangement is in the best interests of the Corporation.
  
  - 2) Upon disclosure of an actual or potential Conflict-In Interest, and after the interested person has had a full opportunity to disclose the relevant facts, the interested person must leave the meeting and the remaining Board members will decide if a Conflict-In-interest exists. Whenever the Board determines that a director or officer has an actual or potential financial or personal interest in any matter coming before the Board of Directors, the Board must ensure the following:
    - (a) The financial or personal interest of such Officer, Director, Board Member, or Committee Member is fully disclosed with all relevant material facts to the Board of Directors.

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- (b) No interested Officer, Director, Board Member or Committee Member, may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting of the Board of Directors at which such matter is voted upon.
  - (c) Any transaction involving the Officers, Directors, Board Members, or Committee Members financial or personal interest must be duly approved by disinterested Directors in the best interest of the corporation.
  - (d) Payment must be reasonable and must not exceed fair market value; and
  - (e) The minutes of meetings at which such votes are taken must include a record of such disclosures, abstention, and rationale for approval.
- E) Amendments. The Voting Members may amend or adopt new bylaws recommended by the Board of Directors or repeal current bylaws by a majority vote. Nothing in the new bylaws or amended bylaws may contradict any terms of the certificate of incorporation.
- F) Insurance. The Association may purchase (1) or more insurance policies to indemnify the Association and any member or person eligible to be indemnified.
- G) Dissolution. The nonprofit may be dissolved only with authorization of a majority vote of the Voting Members. Upon dissolution of the nonprofit, assets will be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code or will be distributed to the federal government or to a state or local government, for a public purpose.
- H) Governing Law. The bylaws will be governed, construed, and interpreted by, though, and under the laws of New York. Nothing in the bylaws may be contrary to law or certificate of incorporation.
- I) Corporate Seal. The Board of Directors may adopt a corporate seal, which may be altered from time to time with majority Board approval. The seal may be used by causing it, or a facsimile thereof, to be impressed or affixed or reproduced in any other manner.

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**APPENDIX A**

The following volunteer committee positions in support of the mission of the HPNA include but are not limited to:

1. Webmaster: Coordinate all activities pertaining to the Website. This includes posting of information to and removal of information from the site as concurred on by a simple majority of the board.
2. Community Group Liaisons: Attend meetings of other groups and facilitate communication between HPNA and these organizations. Report to the board and general membership on meetings.
3. Security Coordinator:
  - a. Attend PCIC meetings and post PCIC reports from police and transmit security alerts to the Membership.
  - b. Coordinate PAC-TAC and other security activities.
  - c. Help plan and execute National Night Out gatherings.
4. Beautification Coordinator:
  - a. Cultivate and enhance the Beauty of the neighborhood by encouraging and supporting public gardens and vacant land use.
  - b. Increase community pride and participation by use of Association banners, house flags, land markers, benches, flowerpots, street signs, etc.
5. Volunteer Coordinator: Recruit member volunteers. Maintain volunteer records and help find volunteers for HPNA projects.
6. Highland Hospital Liaison: Maintain an open line of communication with Highland Hospital concerning activities that impact the HPNA.
7. Special Events Coordinator: Coordinate Taste of the Neighborhood and other social events.
8. Historian:
9. Parliamentarian: